
FORWARD-LOOKING INFORMATION AND MATERIAL ASSUMPTIONS

This report on results for the three month period ended March 31, 2024 contains forward-looking information, including forward-looking information about Bonterra Resources Inc.'s (the "**Company**" or "**Bonterra**") operations, estimates, and exploration and acquisition spending.

Forward-looking information is generally signified by words such as "forecast", "projected", "expect", "anticipate", "believe", "will", "should" and similar expressions. This forward-looking information is based on assumptions that the Company believes were reasonable at the time such information was prepared, but assurance cannot be given that these assumptions will prove to be correct, and the forward-looking information in this report should not be unduly relied upon. The forward-looking information and the Company's assumptions are subject to uncertainties and risks and are based on a number of assumptions made by the Company, any of which may prove to be incorrect.

GENERAL

This Management Discussion and Analysis – Quarterly Highlights ("**Quarterly Highlights**") of the financial condition, results of operations and cash flows of the Company for the three month period ended March 31, 2024 should be read in conjunction with the condensed interim financial statements as at and for the three month periods ended March 31, 2024 and 2023. This Quarterly Highlights is effective May 16, 2024. Additional information relating to the Company is available on SEDAR+ at www.sedarplus.com.

The Company has prepared its condensed interim financial statements for the three month periods ended March 31, 2024 and 2023 in Canadian dollars and in accordance with IFRS Accounting Standards ("**IFRS**"), as issued by the International Accounting Standards Board.

External auditors, appointed by the shareholders, have not audited or reviewed the condensed interim financial statements for the three month periods ended March 31, 2024 and 2023 and did not perform the tests deemed necessary to enable them to express an opinion on these condensed interim financial statements.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the province of British Columbia on May 1, 2007. The Company's common shares are traded on the TSX Venture Exchange ("**TSX-V**") under the symbol "BTR". The Company's shares also trade on the OTC Exchange in the United States under the symbol "BONXF" and on the Frankfurt Stock Exchange under the symbol "9BR2". The Company is a junior mineral exploration company engaged in the business of acquiring, exploring, and evaluating natural resource properties in the province of Quebec.

RECENT COMPANY HIGHLIGHTS

- On May 16, 2024, The Company announced that it has now completed the compilation and interpretation of the 15,000 meters ("m") drilled in 2023, as well as the analysis of the two geophysical surveys also conducted last year. Several prospective geological, geophysical and drill targets have been identified and will be subject of field work in the coming weeks. The Company also announced that it has retained the services of Dr. Michel Jébrak for technical support on the upcoming drilling campaign. Dr. Jébrak is a well-known professional geologist with a deep understanding of the Desmaraisville camp geology, gained from prior work in the region. He is an emeritus professor at University of Quebec's Department of Earth and Atmospheric Sciences. He is a former Vice-President for Research and Creation at UQAM and holder of the UQAT-UQAM Mining Entrepreneurship Chair.
- On May 7th, 2024, the Company announced that, further to its news release of March 18, 2024, it has entered into an updated agreement with Machai Capital Inc. ("**Machai**") pursuant to which Machai will be paid a cash fee instead of common shares in exchange for the provision of digital marketing services in accordance with the applicable TSX-V. The engagement commenced on March 15, 2024, has a term of three months, and provides that Machai will receive a cash fee of \$33,000, plus applicable taxes, such fee to be paid on or about May 8, 2024.

- On May 3rd, 2024, the Company announced the closing of its previously announced “best efforts” private placement (the “**Offering**”) for gross proceeds of \$8,541,250, which includes the full exercise of the over-allotment option for gross proceeds of \$767,500. Under the Offering, the Company sold (i) 5,250,000 flow-through units of the Company to purchasers (each, a “**FT Unit**”) at a price of \$0.445 per FT Unit for gross proceeds of \$2,336,250 from the sale of FT Units; and (ii) 24,820,000 units of the Company (each, a “**Unit**”, and together with the FT Units, the “**Offered Units**”) at a price of \$0.25 per Unit for gross proceeds of \$6,205,000 from the sale of Units. In connection with the Offering the Company issued to the Agents warrants to purchase an aggregate of 2,004,500 common shares of the Company at a price of \$0.25 per share exercisable for a period of four years from closing. The Company also announced that it has completed its previously announced agreement to settle \$1,500,000 in outstanding indebtedness owed to Orbit Garant Drilling (the “**Orbit Indebtedness**”). The Orbit Indebtedness was settled through the issuance of 6,000,000 common shares in the capital of the Company at a deemed price of \$0.25 per common share.
- On April 22, 2024, entered into an amending agreement with Eight Capital, as lead agent, to upsize the previously announced private placement. In connection with the upsized offering, the Company will issue up to (i) 21,750,000 Units of the Company and (ii) 5,250,000 FT units of the Company at a price of \$0.25 per Unit and \$0.445 per FT Unit for aggregate gross proceeds of up to \$7,773,750. Each Unit will consist of one common share of the Company and one common share purchase warrant. Each Warrant will entitle the holder thereof to acquire one Share at an exercise price of \$0.31 for a period of four years from the date of issuance. The transaction is subject to the approval of the TSX-V.
- On April 18, 2024, the Company announced that it has entered into an agreement with Eight Capital as lead agent in connection with a private placement of up to 16,000,000 units of the Company at a price of \$0.25 per Unit for aggregate gross proceeds of up to \$4,000,000, pursuant to the listed issuer financing. Each Unit will consist of one common share of the Company and one common share purchase warrant. Each Warrant will entitle the holder thereof to acquire one Share at an exercise price of \$0.31 for a period of four years from the date of issuance. The Company also announced that it has reached an agreement to settle approximately \$1.5 million in outstanding indebtedness owed to an arm’s length creditor through the issue of 6,000,000 Shares at a deemed price of \$0.25 per Share. Shares issued pursuant to the debt settlement will be subject to a hold period in Canada of four months. The transaction is subject to the approval of the TSX-V.
- On April 15, 2024, the Company announced encouraging drill results and an update on the ongoing drilling program on the Phoenix JV (formerly known as the Urban-Barry Property) (the “**Project**”). To date, approximately 20,000 m have been drilled on the Project and exploration efforts are on track to exceed the minimum spending commitment of \$10 million per year outlined in the agreement with Osisko Mining Inc. (the “**Agreement**” and “**Osisko**”). There are currently five drill rigs on the Moss target, while one is dedicated to the Barry northeast target. The first drill results at the Moss target, located five kilometers (“**km**”) southwest of the multi-million ounce Windfall Gold deposit, have confirmed similarities with the geological character of the high-grade Lynx Zone along the Mazères Fault that extends towards the Moss target.
- The Company announced on February 1, 2024, that Mr. Matthew Houk has joined Bonterra’s board of directors (the “**Board**”) as an independent non-executive director, effective immediately. Mr. Houk will serve as a member of the Audit Committee and Technical, Safety and Sustainability Committee of the Board. Following the appointment of Mr. Houk, the Board consists of seven directors, four of whom are independent. Since 2008, Mr. Houk has served as a Portfolio Manager and Research Analyst at Horizon Kinetics LLC, where he is involved in the identification, analysis and monitoring of certain investment opportunities for the firm. Matt is also the Chairman, Chief Executive Officer, and Chief Financial Officer of Winland Holdings Corporation. Matt also serves on the board of directors of Lamington Road DAC, an Irish designated activity company focused on managing a portfolio of life settlements. Previously, Matt was with Goldman, Sachs & Co. He received a BA in Economics and Political Science from Yale University.
- On January 18, 2024, the Company announced that exploration drilling has started on the newly named UB Phoenix JV as part of the definitive earn-in and Agreement with Osisko.

- Bonterra recovered and sold 1,372 ounces of gold in total, generating gross revenue of \$3.5 million (including the first gold sale announced on Aug. 9, 2023) from the Bachelor mill cleanup process. The costs associated with the sales, which include gold recovery efforts, shipment, royalty payments and refining, represent a total of \$900,000, for a net revenue of \$3 million.
- On November 28, 2023, the Company executed the Agreement with Osisko. Under the Agreement, Osisko has the right to acquire up to a 70% interest in the Project by spending \$30 million in work expenditures, with a minimum spending commitment of \$10 million per year over a three-year period in the Company's Gladiator and Barry projects, in addition to the adjoining Duke and Lac Barry properties held through joint venture agreements with Osisko and Gold Royalty Corp., respectively.

Pursuant to the terms of the agreement, Osisko has paid the Company initial upfront payments totaling \$5,000,000.

Specific terms of the agreement include:

- Osisko can earn a 70-per-cent interest in the properties, reducing the Company's interest in the Gladiator, Barry and Duke properties to 30 percent and its interest in the Lac Barry joint venture to 15 percent by incurring \$30 million in work expenditures on the properties, with a minimum spending commitment of \$10 million per year over the three-year period following the execution of the Agreement;
- Osisko will have the right to carry over work expenditures from year to year, and to pay cash in lieu of expenditures in the event of a shortfall;
- Osisko will be the operator for the properties during the exploration earn-in period;
- Once a 70-per-cent interest in the properties is earned by Osisko, the properties will be operated as a joint venture, with Osisko as the operator, and each party required to contribute to future work expenditures in accordance with the proportional interests in the joint venture;
- Dilution of a party to less than 10-per-cent of the joint venture will result in the conversion of their respective joint venture interest to a 1-per-cent net smelter return royalty, 50-per-cent of which is subject to a buyback right of \$1 million;
- In its sole discretion, Osisko may accelerate its exercise of the earn-in right; and
- Subsequent to the year end, the Company incorporated a subsidiary called UB Phoenix Corp. ("**Subco**"). As part of the deal, Osisko will own 70-per-cent interest of certain assets including existing surface infrastructure, surface mining assets, plants and equipment once the earn-in is completed. These assets along with the properties are being transferred to the Subco and will be 100% owned by Bonterra until the earn-in is completed.

As payment for its role as the Company's financial adviser in connection with the joint venture, Cormark Securities Inc. received an advisory fee of \$200,000 in cash and 1,162,115 shares with a value of \$200,000 in common shares of the Company.

- On October 19, 2023, Bonterra announced changes to the Board following the resignation of Mr. Akiba Leisman as a director of the Company. Mr. Paul M. Jacobi was appointed by the Board, effective immediately. Mr. Jacobi joined Wexford Capital LP in 1996 and became a Partner in 2012. From 1995-96, Mr. Jacobi worked for Moody's Investors Services as an analyst covering the investment banking and asset management industries. From 1993-95, Mr. Jacobi was employed by Kidder Peabody & Co. as a senior financial analyst in the investment banking group. From 1988-93, Mr. Jacobi worked for KPMG Peat Marwick as an audit manager in the financial services practice. Mr. Jacobi holds a BS in accounting from Villanova University and is a Certified Public Accountant.
- On July 19, 2023, The Company announced that the *Ministère des Ressources Naturelles et des Forêts* ("**MRNF**") has authorized access to the forests and roads, consequently, exploration activities can restart. The Company resumed its activities gradually while following all guidelines in force. In addition, following the 2023 Annual General Meeting of the Company, the Board appointed Mr. Normand Champigny as lead independent director of the Board.

- On June 15, 2023, the Company announced election results of its AGM held on June 14, 2023, representing its fiscal year ended 2022.
- On June 5, 2023, the Company provided an update on the forest fires in the Eeyou Istchee James Bay region, where the Company's projects and infrastructure are located. With the wildfires that are active in a large part of Quebec, particularly near the city of Lebel-sur-Quévillon, the MRNF has modified the ban of forest access on Crown land and closure of roads. Following that directive, Bonterra stopped its exploration activities and evacuated safely all personnel.

Q1 2024 Exploration Updates

Desmaraisville Project

The compilation work from the 2023 drill program at its 100%-owned Desmaraisville property continued during the quarter and the last core samples were sent to an external laboratory for analysis. All the outstanding assay results have been received as of April 2024. The Company conducted geophysical surveys in 2023 and have received the interpretation of the high-resolution airborne gravity survey and the IP survey in Q1-24. A re-sampling program on some historical drill holes was completed during the quarter and all assay results have been received. The Desmaraisville project geology database was updated, and all annual exploration work reports and QA/QC reports have been written and filed accordingly.

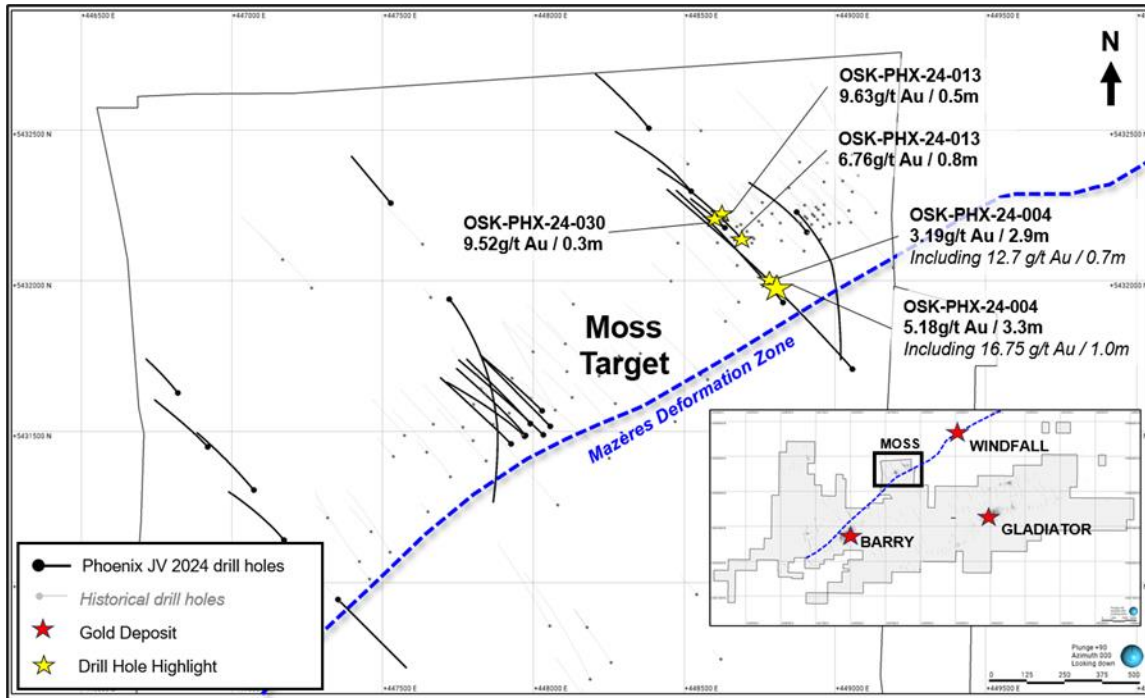
Interpretation works allowed the relocation of two significant corridors of deformation (the Opawica-Guercheville and Wedding-Lamarck corridor of deformation), the relocation of several structures and gold occurrences, the relocation of outcrops, the revised ground IP survey data and finally the add of the latest airborne gravity data. Following the review of the Geographic Information System («GIS») model, a 3D model of all structures and felsic dikes surrounding the O'Brien syenite was undertaken to better define their relationship with the known gold mineralization. In addition, the Coniagas Mine openings have been modeled.

The Company revised the scope of the expansion for the Bachelor Mill Complex at a daily throughput of 1,800 tpd (compared to 2,400 tpd in the original expansion request) and maintained the same capacity for the tailings management facility ("TMF") of an additional 8 million tonnes. A third set of questions was received from COMEX. The Company is reviewing the questions and will provide answers in 2024.

UB Phoenix Joint-Venture

At the UB Phoenix JV, approximately 20,000 m of drilling have been completed and all exploration activities are on track to exceed the minimum spending commitment of \$10 million per year as outlined in the Agreement. There are currently five drill rigs at the Moss Target, while one drill rig is dedicated to the Barry northeast Target. At the Moss Target, located five km southwest of the multi-million ounces Windfall Gold deposit, the preliminary drill results have confirmed similarities with the geological environment of the high-grade Lynx Zone and its related Mazères Fault which extends towards the Moss Target.

Below is a map of the most significant analytical results:



The drilling program also included several fences of drill holes aimed at defining the litho-structural context of the area, which, according to current geological models, would be similar to the one encountered at the Lynx Zone of the Windfall deposit. The main goal of this program is to intersect the favorable stratigraphy consisting of; altered felsic volcanic rocks, felsic porphyritic dikes, and high-grade gold mineralization associated with quartz veins within the footwall of the Mazères fault. Additionally, these drill fences seek to intersect potential new mineralized lenses that would be located between the Mazères Fault and the Moss Showing.

OUTLOOK FOR 2024

The Desmaraisville Project compilation work, initiated during Q4-23 and which continued during Q1-24, will be completed in Q2-24. The 2024 field exploration programs, to be initiated during Q224, will consist of two phases with the first phase beginning around mid-May and consisting of a geological mapping and sampling program at the Desmaraisville North and South Properties. During the mapping and sampling program, several gold showings will be visited and re-evaluated for their economic potential. The second phase, planned in early June 2024, will consist of expanding two (2) existing trenches followed by a detailed channel sampling program. One of the trenches has returned a significant gold intersection with an interval of 4.55 m grading 28.12 g/t Au which warrants further investigation. Other areas will also be visited to evaluate the geophysical anomalies from the Fall 2023 airborne gravity survey (low-density circular anomalies) and ground IP survey (IP conductors and low-resistivity anomalies). The areas to be visited will be mainly located at vicinity or within the re-interpreted corridors of deformation. The objectives of these field programs are to validate our geological and structural models and as well to enhance the gold potential outside the former Bachelor Mine and the Moroy Deposit. The positive results of these programs will allow the Company to better plan its 2024 diamond drilling program, which is expected to commence in mid-August 2024. The 9,000 m drilling program will be separated in two phases with the first 1,000 m phase to be carried out at the Desmaraisville North Property and the remaining 8,000 m to be conducted at the Desmaraisville South Property.

Osisko plans to drill over 35,000 m on the Project in 2024, which Osisko expects will meet its minimum spending commitment of \$10 million per year under the Agreement. The Operator has identified multiple targets on the Project, including the Moss target, which is located only five km south-west from the Windfall Gold deposit and shows a similar geological character to the Lynx Zone. The Moss target will be tested along the Mazères Fault that runs across both the Lynx Zone and the Moss target.

Osisko plans to mobilize up to five drill rigs during the year, primarily along the Mazères Fault on the east and west sides of the Gladiator and Barry deposits and the Moss target. Bonterra's team is part of the management committee with Osisko.

2023 Exploration Summary

A total of 36,004 m of exploration drilling was done in 2023. At Barry project, the Company drilled 7,277 m of definition drilling in the open pit, and 7,853 m in exploration near the Barry deposit on the East and North-East extension at depth and at Panache property.

At the Duke property, 3,387 m were drilled during the year. Osisko participated in the program as per the former Duke JV agreement (30% work interest).

At Desmaraisville, a total of 16,778 m was drilled in the second half of the year. Most of the drilling was achieved on the Desmaraisville South where several gold intercepts had been released to date. Two geophysics surveys were done as well.

The Company continued to work on permitting and engineering for the expansion of the Bachelor mill and tailings management area.

ABOUT THE MINERAL PROPERTIES

The Abitibi Greenstone Belt hosts significant gold mineralization in several parallel NE to SW trending zones. Gold in the Urban-Barry Township is primarily associated with quartz-carbonate veins mineralized with sulfides. The Company's main properties include the Gladiator, Bachelor-Moroy and Barry deposits, and the 100% owned Bachelor Mill.

Bonterra's acquisition of Metanor Resources ("**Metanor**") and consolidation of the Company's databases and management have resulted in broader exploration and resource development plans. Bonterra prepared mineral resource estimates ("**MRE**") in accordance with National Instrument 43-101 on standards of disclosure for mineral projects ("**NI 43-101**"), for all its advanced Urban-Barry exploration assets in 2021, being the Gladiator, Barry and Moroy deposits.

The 2021 MREs have been prepared by SLR Consulting Ltd (Canada) and have been peer reviewed by SGS Canada Inc. and reviewed internally by the Company. The technical report is available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile and on the Company's web site. The effective date of the 2021 MREs is June 23, 2021 for the Barry, Gladiator and Bachelor- Moroy deposits. The report date is August 5, 2021 for all three properties, and was posted on August 9, 2021 on SEDAR+.

The results of the MRE for the Gladiator, Barry, and Bachelor-Moroy deposits are summarized in Table 1. The mineral resource estimates for the Gladiator and Barry deposits are reported at a 2.6 g/t Au cut-off grade for underground and at 1.0 g/t Au open-pit cut-off grade at Barry. The estimate for the Bachelor-Moroy deposit is reported at a 2.4 g/t Au cut-off grade, or at 3.0 g/t Au domain dependent cut-off grade at Moroy.

Table 1. Mineral Resource Estimate (effective June 23, 2021)

DEPOSIT	MEASURED			INDICATED			INFERRED		
	Tonnes	Au (g/t)	Ounces Au	Tonnes	Au (g/t)	Ounces Au	Tonnes	Au (g/t)	Ounces Au
Gladiator	-	-	-	1,413,000	8.61	391,000	4,174,000	7.37	989,000
Barry (Open-Pit)	1,732,000	2.66	148,000	184,000	2.87	17,000	15,000	2.36	1,000
Barry (Underground)	344,000	4.94	55,000	2,839,000	5.15	470,000	4,364,000	4.90	687,000
Bachelor	90,000	5.13	15,000	152,000	5.52	27,000	44,000	4.36	6,000
Moroy	36,000	6.01	7,000	615,000	5.64	112,000	570,000	5.37	98,000
Total	2,202,000	3.18	225,000	5,203,000	6.08	1,017,000	9,167,000	6.05	1,781,000

Notes: Gladiator, Barry and Bachelor-Moroy deposits

1. CIM (2014) definitions were followed for the mineral resource estimates.
2. Mineral resources are estimated at the following cut-off grades: 2.40 g/t Au* or 3.0 g/t Au**, domain dependent; 1.0 g/t Au*** and 2.60 g/t Au****, respectively (Bachelor & Moroy deposits*; Moroy deposit **; Barry open pit deposit ***; Barry & Gladiator deposits ****).
3. Mineral resources are estimated using a long-term gold price of US\$1,600/oz Au, and a US\$/C\$ exchange rate of 0.75.
4. A minimum mining width of 1.2 m was used.
5. Bulk densities are as follows: 2.83 t/m³ at Bachelor-Moroy, and varies by rock type from 2.70 t/m³ to 2.80 t/m³ at Barry and 2.80 t/m³ at Gladiator
6. Mineral resources are reported above cut-off grades as well as above grade-thickness values of 2.88 g/t Au m and 3.6 g/t Au m, domain dependent, as well as below a 50 m crown pillar for the Moroy deposit.
7. Mineral Resources are reported within underground constraining shapes † and below a 50 m crown pillar †† (Bachelor deposit † and Gladiator deposit††).
8. Open pit and underground mineral resources are reported within optimized pit shell and underground constraining shapes, respectively for the Barry deposit.
9. All blocks modelled within the underground constraining shapes have been included within the mineral resource estimate for the Gladiator deposit.
10. Numbers may not add due to rounding.

DEPOSIT	TOTAL OUNCES DISCOVERED	METRES DRILLED	OUNCES/METRE DRILLED
Gladiator	1,380,000	229,691	6.0
Barry (Open-Pit & Underground)	1,378,000	213,249	6.5
Bachelor-Moroy	265,000	111,974	2.4
Total	3,023,000	554,914	5.4

Barry Open Pit PEA – (effective June 1, 2022)

On June 13, 2022, the Company released the highlights on an independent preliminary economic assessment (“**PEA**”) on the Barry open pit project in the Urban-Barry Camp in northern Quebec.

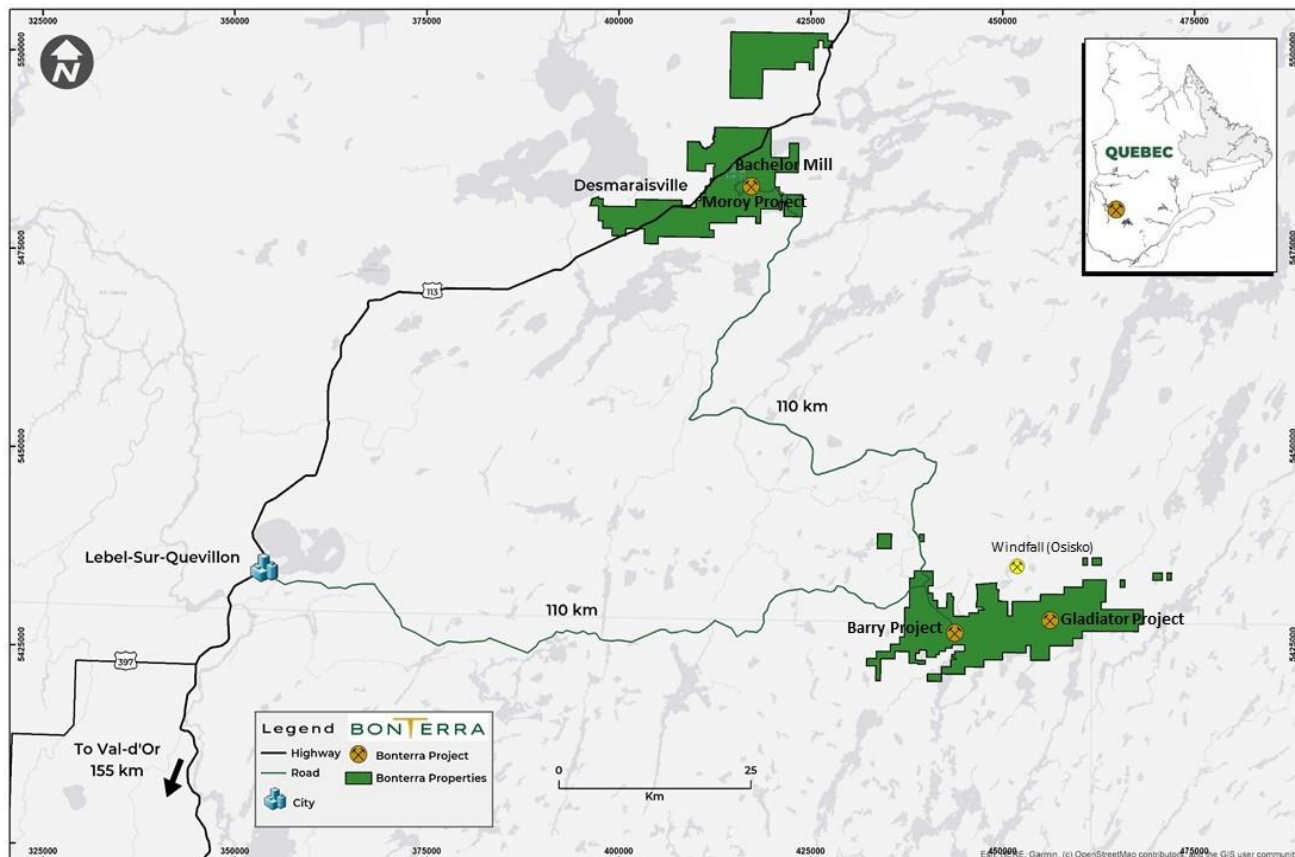
PEA Highlights

- After-tax NPV at a 5% discount rate of \$48.3 million at US\$1,600/oz gold, increasing to \$94.0 million at US\$1,900/oz gold
- After-tax IRR of 43%
- Initial capital costs of \$22.1 million
- Sustaining LOM capital costs of \$21.3 million
- Total mill feed of 2.0 Mt at 2.36 g/t Au
- LOM average annual gold production of 30 Koz

- LOM strip ratio of 5.4:1
- LOM total production of 145.1 Koz (95% mill recovery)
- LOM cash costs of C\$1,252/oz (US\$939/oz)
- LOM AISC of C\$1,420/oz (US\$1,065/oz)

BONTERRA EXPLORATION PROPERTIES

Below is a map of the Company's main exploration properties in Quebec.



URBAN-BARRY PROPERTY

The Company holds a 100% interest in 379 mineral claims covering 17,373.65 ha in the Urban-Barry township approximately 110 km east from the town of Lebel-sur-Quévillon. In addition to the 379 mineral claims, the Company also holds 100% interest in one mining lease where the Urban-Barry property is located. The Gladiator property is also located within the Urban-Barry property.

On March 9, 2020, the Company entered into a purchase agreement and acquired nine new claims covering an area of 508 ha, contiguous with the Company's Urban-Barry properties located approximately 10 km southwest of the Barry deposit. To acquire the property, the Company made a cash payment of \$10,000. These 9 claims are included in the 379 mineral claims listed above.

In March 2019, the Company entered into an option agreement to acquire a right to a new property called Panache, consisting of one mining claim covering an area of 56 ha, located 20 km north of the Barry property. The Company acquired the property by making a cash payment of \$25,000 (paid on March 28, 2019) and issued 10,000 common shares (issued on March 28, 2019 and valued at \$19,500) on closing, to the arm's length vendors and an additional cash payment of \$50,000 (paid on March 19, 2020) and 15,000 common

shares (issued on March 19, 2020 and valued at \$11,400) before the one-year anniversary of the agreement. Following the March 2020 payment, the Company acquired 100% interest in the mineral claim. This claim is included in the 379 mineral claims listed above.

On November 28, 2023, the Company executed a definitive earn-in and joint venture agreement with Osisko. Under the agreement, Osisko has the right to acquire up to a 70-per-cent interest in the company's Gladiator and Barry projects, in addition to the adjoining Duke and Lac Barry properties held through joint venture agreements with Osisko and Gold Royalty Corp., respectively.

Pursuant to the terms of the agreement, Osisko has paid the company initial upfront payments totaling \$5,000,000. Osisko can earn a 70-per-cent interest in the properties, reducing the company's interest in the Gladiator, Barry and Duke properties to 30 per cent and its interest in the Lac Barry joint venture to 15 per cent by incurring \$30,000,000 on qualifying expenditures on the properties over the next three years. As part of the deal, other assets are also being transferred in the Subco.

Gladiator Deposit

The Gladiator deposit is located 12 km east of the Barry deposit, and 8 km southeast of the Windfall deposit. The mineralized shear zones are located near the shore of Lake Barry.

Barry Deposit

The Barry deposit is located on one mining lease and permitted for mineral extraction of up to 1.2 million tonnes using underground and/or surface mining methods. Initial mine development access and bulk sampling, with decline and cross-cut development is completed to 100 m below surface. Recent drilling has resulted in the expansion of high-grade areas down plunge at each known strike extension.

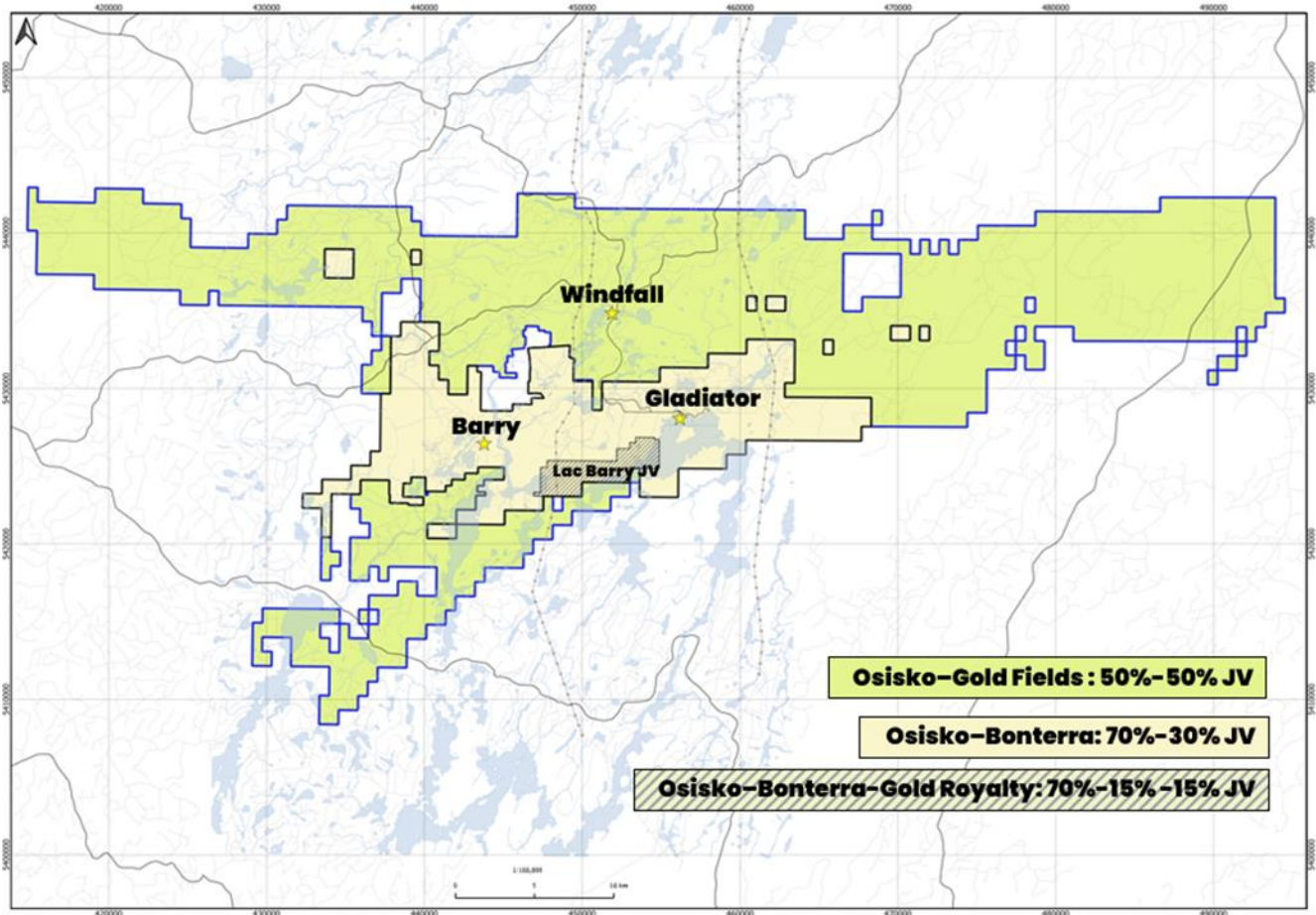
Duke Property

The property is located immediately adjacent to the northern boundaries of the Company's Urban-Barry properties containing the Gladiator deposit and extensions. This includes a narrow inset of claims that in the western portion of the property denoted as "The Gap". This property also contains numerous gold showings with expansion potential, including Lac Rouleau and Zone 18. The geological setting is similar to that of the Gladiator property, with numerous occurrences of structurally controlled shear hosted vein mineralization on or near mafic volcanic contacts in proximity to both felsic and mafic intrusive units.

The Duke property is now part of the new agreement with Osisko where Bonterra will keep 30% of working interest once the terms of the agreement will be fulfilled.

LAC BARRY PROPERTY

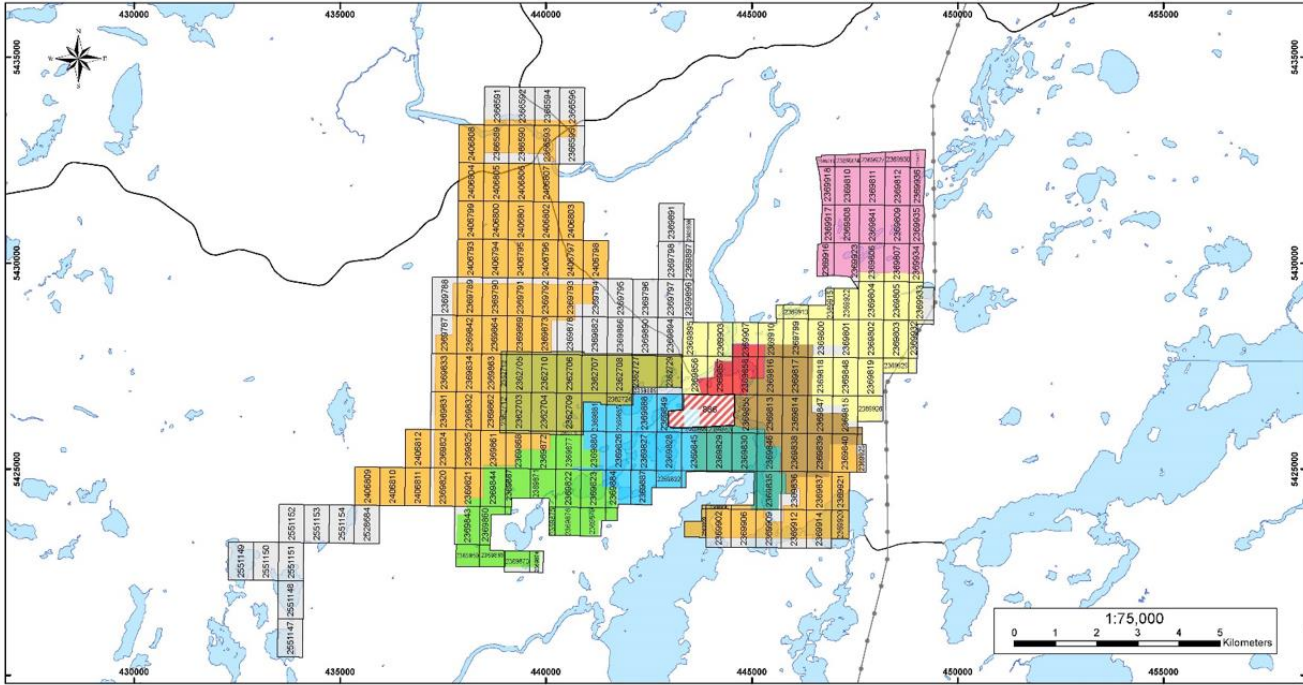
On March 10, 2016, and as amended March 30, 2017, the Company entered into an option agreement with Golden Valley Mines Ltd. ("**Golden Valley**") (acquired by Gold Royalty Corp. in November 2021) and acquired an 85% interest in Golden Valley's Lac Barry property, comprised of 35 mineral claims covering 1,431.65 ha adjacent to the south boundary of the Urban-Barry property. In February 2020, the Company agreed to a joint venture agreement with Golden Valley for the purpose of future exploration on the property.



Above is a map of the Company's properties in the Urban-Barry Camp in Quebec.

Some of the Company's Barry mineral properties are subject to a net smelter returns royalty ("NSR"). These NSR's may have various purchase options in which the Company may be able to reduce the NSR percentages by making cash payments.

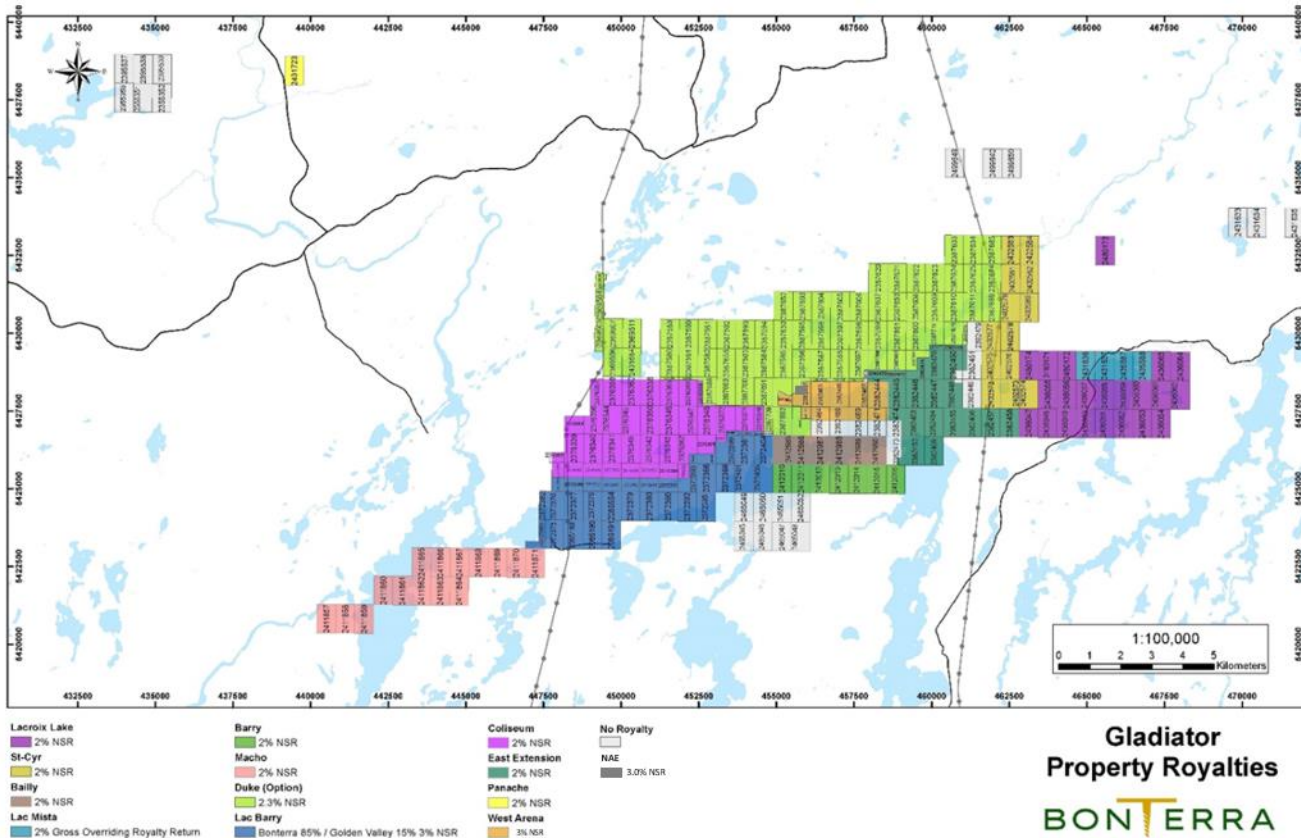
On September 29, 2017, the Company entered into an amending agreement with Sandstorm Gold Ltd., effectively reducing the existing gold stream on the Bachelor mine (which required the Company to sell 20% of its gold production at the fixed price of US \$500) and replacing it with a 3.9% NSR on all minerals produced from the Bachelor and Barry properties (including the surrounding exploration properties held by Metanor at September 29, 2017). The amending agreement has a buyback provision whereby 2.1% of the NSR can be repurchased upon payment of US \$2M for each property, thereby reducing the NSR to 1.8%.



Barry Extension 2%, 3.9% NSR	Mazarin (Barry United) 1.5%, 1%, 0.5%, 0.5%, 3.9% NSR	SDBJ-2 (Barry 1) 2%, 1%, 3.9% NSR	Duval 2 (Barry United) 2%, 0.5%, 0.5%, 3.9% NSR
Margot (Barry United) 0.5%, 0.5%, 3.9% NSR	Orient (Barry United) 2%, 1%, 0.5%, 0.5%, 3.9% NSR	SDBJ (Barry 1) 2%, 1%, 3.9% NSR	Barry-Souart (Orcelle) 1.5%, 2%, 3.9% NSR
BoudreauR (Barry United) 2%, 0.5%, 0.5%, 3.9% NSR	Moss (Barry United) 2%, 1%, 0.5%, 0.5%, 3.9% NSR	Duval (Barry United) 2%, 0.5%, 0.5%, 3.9% NSR	Propriete Barry No Royalties

Barry
 Property Royalties
BONTERRA

Map of the NSR's on the Barry properties in the Urban-Barry Camp in Quebec.



Map of the NSR's on the Gladiator property in the Urban-Barry Camp in Quebec.

Bachelor Camp

Moroy Deposit

The Moroy deposit is a recent discovery near the Bachelor Mill with access via the Bachelor Mine underground infrastructure. Current development consists of three sub-drifts and a series of raises, accessed from the 11th level and 14th level at the Bachelor Mine. Extensive drill information exists from 475 holes totaling 115,894 m from surface and underground at the 11th level to a depth of approximately 800 m below surface, confirming the existence of multiple unmined mineralized zones. The Moroy deposit is currently on long-term care and maintenance.

Desmaraisville Properties

The Company holds a 100% interest in 436 mineral claims covering 22,779.32 ha surrounding the town of Desmaraisville. Above the 436 claims, the company holds 100% interest in 1 mining concession, and 1 mining lease where the Bachelor Mine and mill are located. The property is immediately south, and outside the Bachelor mining lease.

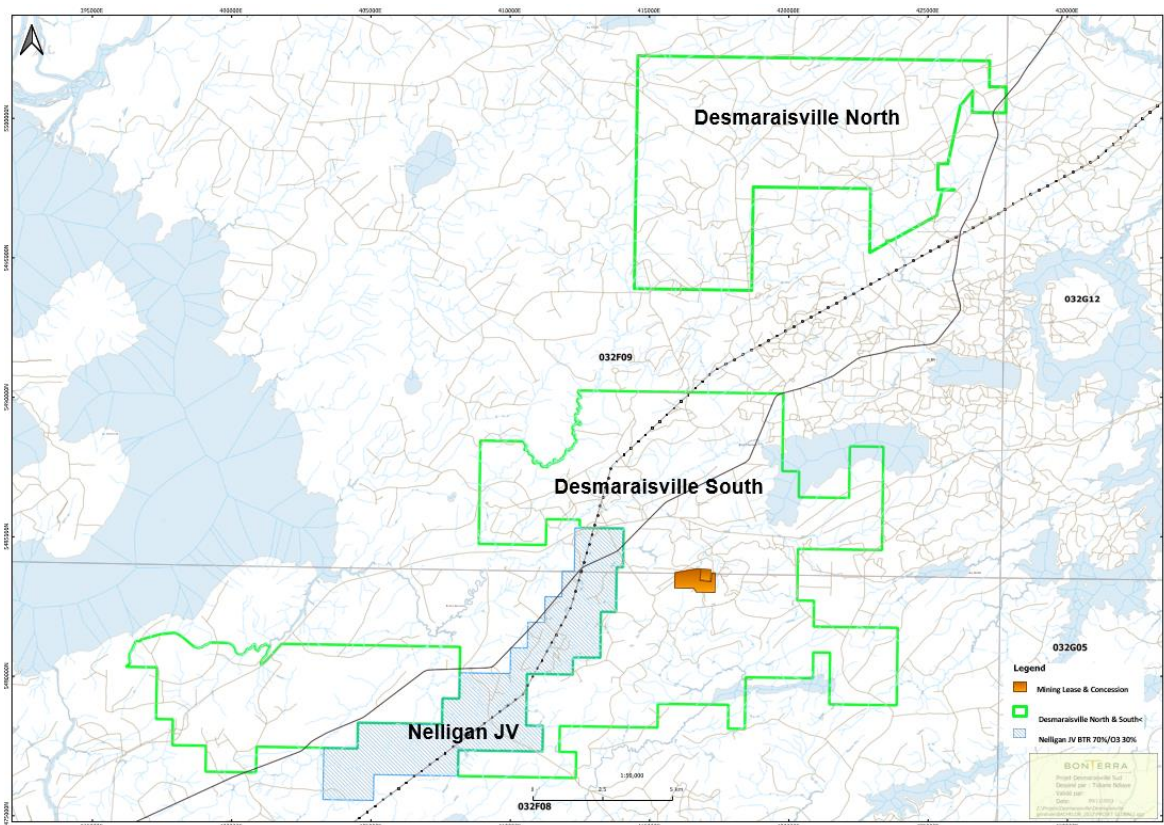
In 2020, the Company staked 231 claims north and west of the Bachelor mine and are included in the 436 claims listed above.

Bachelor Mine

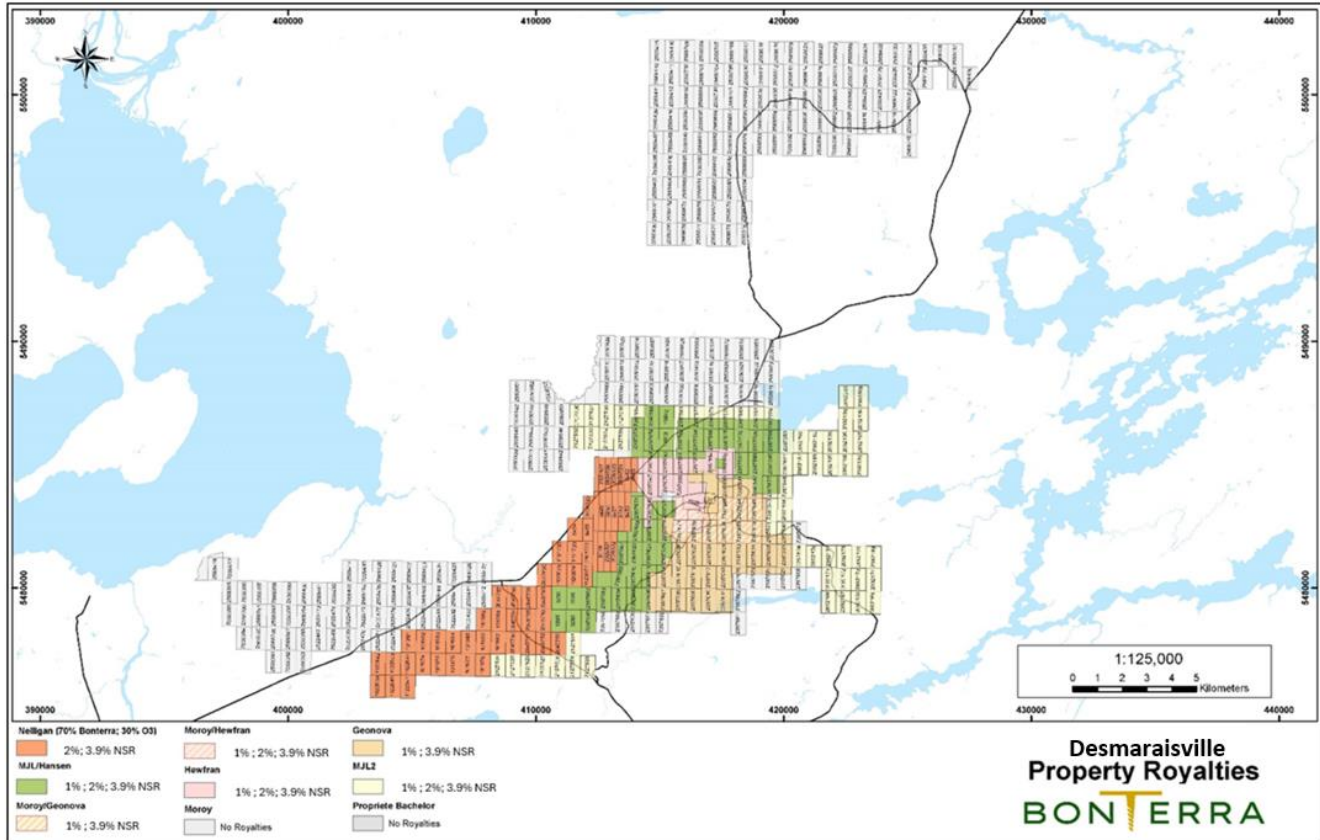
The Bachelor Mine is located on 1 mining concession, and 1 mining lease, 4 km south of Highway 113 and 90 km northeast of the city of Lebel-sur-Quévillon. The mine site is connected to the provincial electrical grid and has access to high-speed internet and mobile phone service on site. The mine site has a modern camp facility for all the workers. The mill and TMF are fully functional with the required permits and regulatory approvals. The Bachelor Mine infrastructure was used to access the Moroy deposit. There is no mineral reserves left to mine, only mineral resources. The mineralization from the Main vein continues at depth under the mined out stopes. Further exploration drilling is required to evaluate the potential of a mineral resource. The Bachelor Mine is currently in long-term care and maintenance.

Bachelor Mill

The Bachelor Mill is the only permitted mill in the region, and connected to the power grid, with more than 15 high-grade gold deposits within a 110 km radius of the mill site. The mill is accessible by a paved highway with a network of logging gravel roads linking the other properties in the area to feed the mill. Bonterra began the environmental assessment process in 2017 to proceed with the mill expansion project to increase the daily production capacity of the Bachelor Mill from 800 tonnes per day to 2,400 tpd, and to increase the total capacity of the tailing's storage facility to 8 million tonnes. In October 2019, the Company submitted an environmental assessment of the mill expansion project to the COMEX and the MELCCC. In 2020, the COMEX/MELCCC submitted a series of questions related to the mill expansion project to which the Company has responded. The Company has received a second set of questions in January 2022. A new scope was submitted in Q4 2022 to the COMEX/MELCCC for their review. The new scope proposes to reduce the mill expansion to 1,800 tpd from Barry mine feed only. A third set of questions was received in May 2023 and the Company is currently reviewing the document in preparation to provide comments later this year.



Map of the Company's properties in the Bachelor Camp in Quebec.



Map of the NSR's for the Desmaraisville properties in Quebec.

OTHER PROPERTIES

DUBUISSON PROPERTY

The Company holds a 100% interest in 21 mineral claims in the city of Val-d'Or in Québec covering 457.53 ha. The claims are adjacent to the Goldex mine, which is owned and operated by Agnico-Eagle Mines Limited.

WAHNAHITEI PROPERTY

The Company holds a 90% interest in two mining leases north of the town of Skead within the city of Greater Sudbury in Ontario. The two mining leases cover an area of 129.99 ha.

ADDITIONAL DISCLOSURE FOR VENTURE COMPANIES WITHOUT SIGNIFICANT REVENUE

Total for all properties

	Three Month period ended March 31, 2024	Year ended December 31, 2023
Drilling and assays	\$ 29,286	\$ 6,585,484
Depreciation	131,000	478,665
Geological, consulting and wages	539,835	4,289,245
Camp costs, travel and other	174,633	2,959,548
Environmental	1,057	72,755
Osisko JV participation, less transaction costs	(27,008)	(4,622,706)
Change in estimate for asset retirement obligation	85,750	4,566,000
Refundable mining tax credits	-	(2,877,651)
Technical studies	-	24,023
	\$ 934,553	\$ 11,475,363

Desmaraisville North

	Three Month period ended March 31, 2024	Year ended December 31, 2023
Drilling and assays	\$ -	\$ -
Geological, consulting and wages	3,153	146,145
Camp costs, travel and other	394	14,301
	\$ 3,547	\$ 160,446

Desmaraisville South

	Three Month period ended March 31, 2024	Year ended December 31, 2023
Drilling and assays	\$ 29,286	\$ 3,627,503
Geological, consulting and wages	287,544	1,517,092
Camp costs, travel and other	89,943	667,375
Environmental	32	-
Refundable mining tax credits	-	(231,222)
	\$ 406,805	\$ 5,580,748

Moroy and Bachelor properties

	Three Month period ended March 31, 2024	Year ended December 31, 2023
Drilling and assays	\$ -	\$ 8,124
Geological, consulting and wages	47,239	74,860
Camp costs, travel and other	27,281	250,279
Environmental	267	54,043
Change in estimate for asset retirement obligation	62,000	3,443,000
	\$ 136,787	\$ 3,830,306

Barry property

	Three Month period ended March 31, 2024	Year ended December 31, 2023
Drilling and assays	\$ -	\$ 1,748,476
Depreciation	32,500	93,333
Geological, consulting and wages	132,249	2,029,268
Camp costs, travel and other	42,551	1,753,141
Environmental	758	15,627
Technical studies	-	24,023
Refundable mining tax credits	-	(2,646,429)
Osisko JV participation, less transaction costs	(27,008)	(4,371,741)
Change in estimate for asset retirement obligation	23,750	1,123,000
	\$ 204,800	\$ (231,302)

Gladiator and Duke properties

	Three Month period ended March 31, 2024	Year ended December 31, 2023
Drilling and assays	\$ -	\$ 511,876
Depreciation	98,500	385,332
Geological, consulting and wages	44,949	282,040
Camp costs, travel and other	6,784	199,581
Osisko JV participation, less transaction costs	-	(250,965)
Environmental	-	3,085
	\$ 150,233	\$ 1,130,949

Other properties

	Three Month period ended March 31, 2024	Year ended December 31, 2023
Drilling and assays	\$ -	\$ 689,505
Geological, consulting and wages	24,702	239,840
Camp costs, travel and other	7,679	74,871
	\$ 32,381	\$ 1,004,216

SELECTED ANNUAL AND QUARTERLY INFORMATION

The following tables summarize selected annual financial data of the Company for the three month period ended March 31, 2024, and years ended December 31, 2023 and 2022:

	Three Month period ended March 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Recurring revenue	\$NIL	\$NIL	\$NIL
Net loss and comprehensive loss	2,043,891	7,603,541	34,636,705
Basic and diluted loss per share	0.02	0.06	0.28
Total assets	24,139,033	26,853,419	32,562,740
Total current liabilities	5,809,951	6,987,620	10,568,755

SELECTED QUARTERLY INFORMATION

Results for the 8 most recently completed quarters are summarized below:

For the Three Months Ending	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
	\$	\$	\$	\$
Exploration expenses (recoveries)	934,553	8,281,619	(1,958,906)	1,387,633
(Income) Loss for the period	2,043,891	4,674,890	(2,594,465)	1,857,239
Basic and diluted (income) loss per share	0.02	0.04	(0.02)	0.01
Total assets	24,139,033	26,853,419	25,503,205	24,293,503
Total current liabilities	5,809,951	6,987,620	5,704,766	7,218,779

For the Three Months Ending	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
	\$	\$	\$	\$
Exploration expenses	3,765,017	3,403,466	(1,408,533)	4,529,405
(Income) Loss for the period	3,665,877	8,010,334	14,974,507	4,296,116
Basic and diluted (income) loss per share	0.03	0.06	0.12	0.03
Total assets	26,288,599	32,562,740	38,611,036	56,636,618
Total current liabilities	7,817,886	10,568,755	9,248,382	12,487,322

OVERALL PERFORMANCE

Three month period ended March 31, 2024 and 2023

During the three months ended March 31, 2024, the Company reported a net loss of \$2,043,891 compared to a net loss in 2023 of \$3,665,877. Variations in expenses from the three month period ended March 31, 2024 to 2023 are as follows:

- Exploration and evaluation of \$934,553 (2023 - \$3,765,017). The expense is lower in the current period, driven primarily by lower geological, consulting and wages due to no meter drilled.
- Professional fees decreased to \$38,292 in 2024 compared to \$114,984 in 2023. The expense decreased between the two periods and the Company expects these professional fees to be consistent in the coming quarters;
- The Company incurred costs of \$21,294 in shareholders communications and investor relations as compared to \$70,374 in 2023. The amounts decreased between the two periods consistent with overall decrease in Company activity;
- Recovery of flow-through premium liability of \$nil (2023 - \$855,144 expense) related to the reduction of the flow-through premium liability created by the issuance of Flow-Through (FT) Shares at a premium. The expense is higher in the comparable period due to timing in spending requirements; The flow-through liability was \$nil as at December 31, 2023 and March 31, 2024, resulting in no recovery for the current period.
- Mill care and maintenance of \$181,517 (2023 - \$403,320) decreased as expected following the underground mine had been flooded and needs less care and maintenance expenses. These costs are expected to be consistent in the coming quarters; and
- The Company had share based payments expenses of \$421,490 (2023 - \$107,000) for the three month period ended March 31, 2024. Share based payments expenses are booked based on the valuation of options using the Black-Scholes model as well as the value of restricted share units. The expenses vary based on the number of options and restricted share units issued and vested or vesting and the underlying assumptions used in the model.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position as at March 31, 2024 was \$849,520 compared to \$2,793,796 at December 31, 2023. Working capital deficiency was \$3,719,508 at March 31, 2024, compared to working capital deficiency of \$2,493,157 at December 31, 2023.

During the year ended December 31, 2023, the Company recorded sales proceeds from the sale of precious metals produced or sold from the Company's Bachelor Mill cleanup process, net of costs, of \$3,021,120 (2022 - \$nil) from the production of 1,372 (2022 - nil) ounces of gold.

On May 3, 2024, the Company closed a private placement for gross proceeds of \$8,541,250. The Company sold (i) 5,250,000 flow-through units of the Company to purchasers (each, a "FT Unit") at a price of \$0.445 per FT Unit for gross proceeds of \$2,336,250; and (ii) 24,820,000 units of the Company (each, a "Unit", and together with the FT Units, the "Offered Units") at a price of \$0.25 per Unit for gross proceeds of \$6,205,000 from the sale of Units. Each Unit and FT Unit consists of one common share of the Company and one common share purchase warrant (each, a "Warrant"), with each Warrant entitling the holder to purchase one common share of the Company at a price of \$0.31 at any time on or before May 3, 2028.

In connection with the Offering the Company issued to the Agents warrants to purchase an aggregate of 2,004,500 common shares of the Company at a price of \$0.25 per share exercisable for a period of four years from closing.

On May 2nd, The Company announced that the TSX-Venture Exchange approved an agreement to settle approximately \$1.5 million in outstanding indebtedness owed to an arms length creditor through the issue of 6,000,000 Shares at a deemed price of \$0.25 per Share. Shares issued pursuant to the debt settlement will be subject to a hold period in Canada of four months.

Notwithstanding success to date in acquiring equity financing on acceptable terms, there is no guarantee of obtaining future equity financings or on what terms any such equity capital may be available to the Company and, as such, alternative funding programs are also being pursued by the Company.

The Company must utilize its current cash reserves, funds obtained from the exercise of options and warrants, if any, and other financing transactions to maintain the Company's capacity to meet working capital requirements, and ongoing discretionary and committed exploration programs, and to fund any further development activities. The Company anticipates that it will raise additional capital when and if the opportunity arises.

TRANSACTIONS WITH RELATED PARTIES

These amounts of key management compensation are included in the amounts shown on the statements of comprehensive loss:

For the three month period ended,	March 31, 2024	March 31, 2023
Short-term compensation		
Salaries, management and director fees	\$ 262,181	\$ 278,445
	262,181	278,445
Share-based payments	354,000	107,000
	\$ 616,181	\$ 385,445

Included in trade and other payables at March 31, 2024 was \$nil (December 31, 2023 - \$220,096) due to officers and or directors for expense reimbursements, unpaid fees and termination payments. The amounts payable is non-interest-bearing, uncollateralized and are repayable on demand.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

None.

RISKS AND UNCERTAINTIES

Risks and Uncertainties

Readers of the MD&A should give careful consideration to the information included or incorporated by reference in this document and the Company's unaudited condensed consolidated interim financial statements and related notes. Bonterra's business of exploring and developing mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry, including the limited extent of the Company's assets, the Company's state of development and the degree of reliance upon the expertise of management. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and the Company's common shares should be considered speculative. Only those persons who can bear the risk of the entire loss of their investment should participate.

An investor should carefully consider the risks described in the Company's audited financial statements for the year ended December 31, 2023 and the "Risks and Uncertainties" discussion in the Company's MD&A for the year ended December 31, 2023, which are available on SEDAR+ at www.sedarplus.ca. The risks described in these documents is not an exhaustive list. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business in the future. If any of the risks noted in the Company's financial disclosure occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. In this event, investors may lose part or all of their investment.

Regulatory standards continue to change, making the review process longer, more complex and more costly. Even if an apparently mineable mineral deposit is developed, there is no assurance that it will ever reach production or be profitable, as its potential economics are influenced by many key factors such as commodity prices, foreign exchange rates, equity markets and political interference, which cannot be controlled by management. As a result, the Company's future business, operations and financial condition could differ materially from the forward-looking information contained in this MD&A and described in the "Forward-Looking Statements" section below.

CONTINGENCIES AND COMMITMENTS

As at March 31, 2024, the Company had three (December 31, 2023 – three) of these types of agreements with officers of the Company that totaled annual base fees of \$695,000 and US\$150,000 (December 31, 2023 – \$695,000 and US\$150,000). In the case of termination, the officers are entitled to an amount equal to \$593,000 (December 31, 2023 – \$593,000) and in the case of a change of control of the Company, the officers under certain circumstances are entitled to an amount equal to \$1,145,000 (December 31, 2023 – \$1,145,000).

Flow-through obligations

There are no flow-through obligations as at March 31, 2024.

Asset retirement obligations

On September 9, 2013, the MRNF approved the update of the closure plan for the Bachelor mine. The financial guarantee covering the closure costs amount to \$4,000,104 which as at March 31, 2024 and December 31, 2023 was covered by insurance bonds, which the company has paid 50% (2023 – 50%) collateral for the insurance bonds.

Bachelor Mill Complex

A closure plan for the mill, tailing storage facility, and underground facilities at both Bachelor and Moroy is in good standing. A 40% collateral insurance bond is in place for the site. In May 2023, the Company received an amended closure plan approved by the Minister. The revised closure plan was approved in May 2023 and in March 2024, the Company retracted the revised closure plan approved and will resubmit a new plan by mid-2024.

Barry Mine

A closure plan for the underground and surface facilities at Barry is in good standing as a new closure plan was approved by the MRNF in February 2024. A 40% collateral insurance bond is in place for the site for an amount of bond of \$1,911,240. The revised closure plan was approved in February 2024 and as a result the Company is required to increase its bonding requirements as follows: \$563,606 by May, \$281,802 by February 2025 and \$281,802 by February 2026. First requirement of \$563,606 has been secured.

OTHER INFORMATION

Additional information is accessible at the Company's website www.btrgold.com or through the Company's public filings at www.sedarplus.ca.

MANAGEMENT'S RESPONSIBILITY

Management is responsible for all information contained in this Quarterly Highlights. The condensed consolidated interim financial statements for the three month periods ended March 31, 2024 and 2023 have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this Quarterly Highlights is consistent with that contained in the condensed interim financial statements for the three month periods ended March 31, 2024 and 2023 in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Company's Audit Committee has reviewed the condensed interim financial statements for the three month periods ended March 31, 2024 and 2023 with management. The Board of Directors has approved these condensed interim financial statements for the three month periods ended March 31, 2024 and 2023 on the recommendation of the Audit Committee.

TECHNICAL INFORMATION

This Quarterly Highlights uses the terms measured, indicated, and inferred mineral resources as a relative measure of the level of confidence in the resource estimate. Readers are cautioned that mineral resources are not economic mineral reserves and that the economic viability of mineral resources that are not mineral reserves has not been demonstrated. The estimate of mineral resources may be materially affected by geology, environmental, permitting, legal, title, socio-political, marketing, or other relevant issues. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to an indicated or measured mineral resource category. The mineral resource estimate is classified in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum's "CIM Definition Standards on Mineral Resources and Mineral Reserves" incorporated by reference into NI 43-101. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies or economic studies except for a preliminary economic assessment as defined under NI 43-101. Readers are cautioned not to assume that further work on the stated resources will lead to mineral reserves that can be mined economically.

The scientific and technical content in this Management Discussion and Analysis has been reviewed and approved by Mr. Marc-André Pelletier, P.Eng. (OIQ #113978), CEO of Bonterra and Donald Trudel, P.Geo. (OGQ #813) and Bonterra's Director of Geology, who are each a Qualified Person within the meaning of NI 43-101.